

**DSJ COMMUNICATIONS LTD.**

**20<sup>TH</sup> BALANCE SHEET**

**2009 - 2010**

**BOARD OF DIRECTORS**

Shri. Vijaysingh B. Padode	:	Chairman and None Executive Non Independent Director
Shri. Pratap V. Padode	:	None Executive Non Independent Director
Shri. Tarun Pal	:	None Executive Independent Director

**AUDITORS**

S. V. NAVALKAR & ASSOCIATES  
Chartered Accountant

**BANKERS**

National Cooperative Bank  
UTI

**REGISTERED OFFICE**

31 –A, Noble Chambers, 4<sup>th</sup> Floor  
Janmabhoomi Marg, Fort, Mumbai 400001

## **NOTICE**

NOTICE is hereby given that the **TWENTIETH ANNUAL GENERAL MEETING** of the members of **DSJ COMMUNICATIONS LIMITED**, will be held on Tuesday, September 28, 2010 at 2:00 p.m. at 31-A, Noble Chambers, 4th floor, Janmabhoomi Marg, Fort 400001 to transact the following business: -

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2010, Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijaysingh Padode, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint statutory auditors to hold office from the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

#### **Regd. Office**

31-A, Noble Chambers,  
4<sup>th</sup> Floor, Janmabhoomi Marg  
Fort, Mumbai – 400001.

For **DSJ COMMUNICATIONS LIMITED**

Sd/-  
**Vijaysingh Padode**  
Director

**Date: September 5, 2010**

**Place: Mumbai**

**NOTES:**

1. A MEMBER entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than Forty-Eight hours before the commencement of the meeting.
2. The register of members and Share Transfer Register of the Company shall remain closed from 25<sup>th</sup> September, 2010 to 28<sup>th</sup> September, 2010 (both days inclusive).
3. Members desirous of obtaining information concerning the accounts of the company are requested to address their queries to the Company at least seven days in advance of the meeting, so that the information required can be made readily available at the meeting.
4. Members attending the meeting are requested to bring with them the attendance slip enclosed herewith and hand over the same at the entrance of the hall, duly filled and signed.

**Regd. Office**

31-A, Noble Chambers,  
4<sup>th</sup> Floor, Janmabhoomi Marg  
Fort, Mumbai – 400001.

For **DSJ COMMUNICATIONS LIMITED**

**Date: September 5,2010**  
**Place: Mumbai**

**Sd/-**  
**Vijaysingh Padode**  
**Director**

## **DIRECTORS' REPORT**

Your directors present herewith the Twentieth Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2010.

<b>(Rs. In Lakhs)</b>		
<b>FINANCIAL RESULTS</b>	<b>2009-10</b>	<b>2008-09</b>
Total Income	0.0	0.45
Less: Total Expenditure	5.95	26.20
Profit/(Loss) before Depreciation	(5.94)	(25.75)
Less: Depreciation	Nil	Nil
Net Profit / (Loss) before Tax	(5.94)	(25.75)
Add / (Less) Prior Period Adjustment	Nil	Nil
Profit/ (Loss) for the year	(5.94)	(25.75)
Add : Balance brought forward from the last year	(4785.37)	(4759.42)
Balance carried to Balance Sheet	(4791.12)	(4785.17)

### **OPERATIONS:**

During the year under review, the Company remained non operational. The management is optimistic about the Company's future and is chalking various plans and policies for its growth and expansion.

### **TRANSFER TO RESERVE**

In absence of profits, the Company has not transferred any amount to reserves during the year under review.

### **DIVIDEND**

In the absence of profits, your directors do not recommend any dividend during the year under review.

### **PUBLIC DEPOSITS**

During the year under review, your Company has neither invited nor accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956.

### **DIRECTORS:**

Mr. Vijaysingh Padode retires by rotation at the ensuing annual General Meeting and offers himself for re-appointment.

Mr. Tarun Pal and Mr. Pratap Padode are continuing directors on the board of the Company.

### **PARTICULARS OF EMPLOYEES:**

During the year under review, there were no employees drawing remuneration of Rs. 24,00,000/- p.a. or Rs. 2,00,000/- p.m. or more. Hence there is no information to be provided in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975.

### **DISCLOSURE UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956:**

The particulars required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is given in Annexure-I to this Directors Report.

### **AUDITORS**

The statutory auditors of the Company M/s. S. V. Navalkar & Associates, Chartered Accountants, Mumbai, retires at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. The appointment if made will be in accordance with the sub section (1B) of section 224 of the Companies Act, 1956 as per certificate furnished by the auditor. Members will be required to appoint Auditors for the current year and to authorize the Board of Directors to fix their remuneration.

### **AUDITOR'S OBSERVATIONS:**

Observations of auditor are self explanatory and do not need further comment/explanation from directors in this report.

### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed:

1. That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That the Directors have adopted such accounting policies and applied them consistently and made judgments estimates that were reasonable and prudent so as to give a true and fair view of the state affair of the Company at the end of the financial year and of the profit or loss of the company for the year under review.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup>

March 2010 on a “going concern” basis.

**CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION  
AND ANALYSIS REPORT:**

Pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchanges, a separate report on corporate governance is annexed with this annual report. Also enclosed a Management Discussion and Analysis report.

**CONSTITUTION OF AUDIT COMMITTEE:**

As required by the provisions of section 292A of the Companies Act, 1956 and provision of Listing Agreement, the Board of Directors has constituted an Audit Committee comprising of three directors viz. Mr. Vijaysingh B. Padode, Mr. Tarun Pal and Mr. Pratap Padode. The detail information is provided in the section of Report on Corporate Governance.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their appreciation for the support and Co operation, which the Company continues to receive from its associates and bankers. The Directors are also thankful to the Shareholders for there unstinted support.

**Regd. Office**

31-A, Noble Chambers,  
4<sup>th</sup> Floor, Janmabhoomi Marg  
Fort, Mumbai – 400001.

**For DSJ COMMUNICATIONS LIMITED**

**Date: September 5,2010  
Place: Mumbai**

**Sd/-  
Vijaysingh Padode  
Director**

## ANNEXURE I

### I. CONSERVATION OF ENERGY:

- (a) Energy conservation measures taken – Not Applicable
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – Not Applicable
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – Not Applicable
- (d) Total energy consumption and energy consumption per unit of production – Not Applicable

### FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

- A. Power and fuel consumption: Not Applicable
- B. Consumption per unit of production: Not Applicable

### II. TECHNOLOGY ABSORPTION

### FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

- I Research and Development: Not Applicable
- II Technology Absorption, Adaptation and Innovation: Not Applicable

### II. FOREIGN EXCHANGE EARNINGS AND OUTGO

- I. Earnings in Foreign Exchange during the year NIL
- II. Foreign Exchange outgo during the year NIL

#### **Regd. Office**

31-A, Noble Chambers,  
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Fort, Mumbai – 400001.

For **DSJ COMMUNICATIONS LIMITED**

**Date: September 5,2010**  
**Place: Mumbai**

**Sd/-**  
**Vijaysingh Padode**  
**Director**



## **ANNEXURE TO THE DIRECTOR'S REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **INDUSTRIAL STRUCTURE AND DEVELOPEMENT**

India offers a promising market for the print media industry. India is fast becoming one of the major print producer & manufacture of printed paper products for the world markets. The current annual turnover of all the components in the Indian printing industry are more than Rs.50,000 crores. The bright future and the immense scope of the Indian print media have also aroused the interest of foreign investors and recently the government has opened up the sector to foreign investment. Foreign media has also shown interest in investing in Indian publications. A booming Indian economy, literate population on the rise, increasing consumerism, entry of global brands in the country and opening of the sector to foreign investors would drive the growth in print media

#### **OPPORTUNITIES AND RISKS**

The print industry is highly competitive. The industry is not only face competition from its peers but also from other media forms. They face competition from television broadcasters, radio broadcasters and websites. With many news channels recently launched, the competition has increased. The Internet has many inherent advantages over print due to its search, sort and organising functions. Though there is still time, the threat is inevitable, as is evident from the increasing Internet penetration and the fact that Internet is gaining relevance in the models of print media plays.

#### **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

Since Company is non operational there is no segment wise or product wise performance.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The company has in place adequate internal control systems, which provide among other things, reasonable assurance of recording the transaction of its operations in all material respects and of providing protection against significant misuse or loss of company's assets.

#### **CAUTIONARY STATEMENT:**

Readers are cautioned that this discussion report contains forward-looking statements that involve risk and uncertainty. Readers are cautioned not to place undue reliance on the forward looking statements that speaks only as of their date. The company assumes no responsibility in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information or events.

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31-A, Noble Chambers,  
4<sup>th</sup> Floor, Janmabhoomi Marg  
Fort, Mumbai – 400001.

For **DSJ COMMUNICATIONS LIMITED**

**Date: September 5,2010**  
**Place: Mumbai**

**Sd/-**  
**Vijaysingh Padode**  
**Director**

## **REPORT ON CORPORATE GOVERNANCE:**

### **I. Company's Philosophy on Code of Corporate Governance:**

Pursuant to the revised Clause 49 of the Listing Agreement the detailed report on Corporate Governance is set below:

The Company strongly believes in enhancing and balancing stakeholder values through good corporate governance. To pursue this objective the company has adopted its own code formulated by its experience in the field. The company has been consistently improving transparency and accountability to all its stakeholders.

To further reinforce its commitment to good corporate governance and to bring objectivity in governance process, the company has an Audit Committee, which comprise of non-executive directors and independent directors.

### **II. Board of Directors:**

The board of directors of the Company comprises of all the Non Executive Director. The directors are qualified professionals in business, finance and corporate management. The board meets at least once in a quarter to consider amongst other business matters, the quarterly performance of the Company and financial results. Directors attending the meetings actively and participate in the deliberation at theses meetings.

#### **Number of Board Meetings**

Six Board meetings were held during the year ended March, 31, 2010 and the gap between two meetings did not exceed four months. The Board meetings were held six times on April 30, 2009, July 31, 2009, September 2, 2009, October 30, 2009, December 30, 2009 and January 31, 2010. Directors attending the meetings actively participate in the deliberation at theses meetings.

### **III. Board of Directors:**

- **Composition of Board of Directors**

The Board of Directors comprises of three members, consisting of two Non-Executive Directors. The composition is as under:-

Name of director	Category	Designation	No Of meetings Held	No. Of meetings Attended	* No. Of member ship in Boards of other companies	No. Of member ship in Committees of other companies	Last AGM attended
Vijaysingh Padode	Non Executive and Non Independent	Director	5	5	6	1	Yes
Pratap Padode	Non Executive and Non Independent	Director	5	5	4	1	Yes
Tarun Pal	Non Executive Independent Director	Director	5	5	3		Yes

\* Does not include directorship/committee positions in companies incorporated outside India

None of the directors is a member in more than ten committees or acts as a Chairman in more than five committees across all companies in which he or she is a director.

- Code of Conduct:**

The Board has laid down a code of conduct for all Board members and senior management of the Company and all Board members and senior management personnel are affirming its compliance on an annual basis.

However since the company do not have a CEO, a declaration about compliance of code of conduct could not be obtained.

### **[II] AUDIT COMMITTEE:**

Your Board of Directors has constituted an Audit Committee in line with requirements of the listing agreement. Audit Committee comprising of three directors under the chairmanship of Mr. Tarun Pal and other two members are Mr. V.B. Padode and Mr. Pratap Padode.

During the year under review, the Audit Committee met five times on April 30, 2009, July 31, 2009, September 2, 2009, October 30, 2009 and January 31, 2010. The meetings were attended by all the members of the committee. The charter of role and responsibilities of the audit committee includes the following major areas.

- To review reports of the Internal Audit Department and recommend to the Board to decide about the scope of its work including the examination of major items of expenditure.
- To meet statutory and internal auditors periodically and discuss their findings, suggestions and other related matters.
- To review the auditors' report and limited review on the financial statements

and to seek clarifications thereon if required, from the auditors and to implement any suggestion.

- To review the weaknesses in internal controls, if any, reported by the internal and statutory auditors and report to the Board the recommendations relating thereto.
- To act as a link between the statutory and internal auditors and the Board of Directors.
- To recommend a change in the auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately.

The committee acts in accordance with the terms of reference specified by the Boards. During the year under review the Audit Committee has met every quarter for review of quarterly / half yearly and annual accounts and financial statements. Audit Committee also ensures compliance of internal control system.

### **[III] SUBSIDIARY COMPANY**

The Company does not have any subsidiary company.

### **[IV] DISCLOSURES**

1. The Company does not have any related party transaction that are material in nature either with its promoters and/or their subsidiary Companies, director and their relatives etc, that would have potential conflict with the interests of the Company at large.
2. The Company has complied with all the procedural requirements of regulatory authority on matters related to capital market.
3. The Company has already laid broad guidelines for Board disclosures.
4. No money was raised from the public issue, rights issues, preference issue, etc. during the year under review.
5. There is no Whole time Director appointed on the Board of Directors. Hence, provisions of remuneration to Whole Time Directors in terms of schedule XIII of the Companies Act, 1956 does not attract. Non Executive Directors are not paid any kind of remuneration.
6. Following are the details of shareholding of Directors of the Company:

a. Mr. Vijaysingh Padode	Director	3.23 %
b. Mr. Pratap Padode	Director	0.02 %

## REMUNERATION COMMITTEE

Since Company is not paying remuneration to directors, hence the Company has not constituted a remuneration committee.

## SHARE TRANSFER & SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

A shareholders/investors grievance Committee headed by a Non-Executive Directors was formed to specifically look into redressal of complaints like transfer of shares, issuance of duplicate shares, non-receipt of Annual Report etc, received from shareholders / investors and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible.

### Constitution and Composition

The Committee consists of Mr. Vijaysingh Padode, Mr. Tarun Pal and Mr. Pratap Padode.

## ANNUAL GENERAL MEETING

Details of the last three Annual General Meeting held.

Particulars	F.Y. 2006-07	F.Y. 2007-08	F.Y. 2008-2009
DAY	Saturday	Tuesday	Wednesday
DATE	September 29, 2007	September 30, 2008	September 30, 2009
TIME	11.30 A.M.	2.00 p.m.	4.00 p.m.
VENUE	31- A, Noble Chambers, Janmabhoomi Marg, Fort, Mumbai – 400001.	31- A, Noble Chambers, Janmabhoomi Marg, Fort, Mumbai – 400001.	31- A, Noble Chambers, Janmabhoomi Marg, Fort, Mumbai – 400001.

## [V] CERTIFICATION

Since the Company does not have a CEO or a CFO, certification with respect to compliance of clause 49 could not be obtained.

**[VI] COMPLIANCE**

**CERTIFICATE FROM AUDITOR**

**To the Members of  
DSJ Communications Limited**

I have examined all the relevant records of DSJ Communications Limited for the purpose of certifying compliance of the conditions of Corporate Governance under clause 49 of the Listing Agreement with the stock Exchanges for the financial year ended 31<sup>st</sup> March, 2010. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my examination of the records produced, explanations and information furnished, I certify that since the company is non operational from past few years it is not possible to comply with the requirement of the said Clause 49 of the Listing Agreement.

**FOR S. V. Navalkar & Associates  
Chartered Accountant**

**Sd/-  
Proprietor  
PLACE : Mumbai  
DATED : September 5,2010**

## **GENERAL SHAREHOLDER INFORMATION**

1. Annual General Meeting of the Company will be held on 28<sup>th</sup> September, 2010 at 2.00 p.m. at 31 - A, Noble Chambers, 4th floor, Janmabhomi Marg, Fort, Mumbai – 400001
2. Tentative calendar of events for the financial year 2010 - 2011 (April – March) is given below:  
  
First Quarter - on or before 31-07-2010  
Second Quarter - on or before 31-10-2010  
Third Quarter - on or before 31-01-2011  
Forth quarter - on or before 30-04-2011
3. Book closure: Register of member and share transfer register will remain close from 25<sup>th</sup> September, 2010 to 28<sup>th</sup> September, 2010 (both days inclusive)
4. The shares of the Company are listed on:  
The scrip has been suspended from trading at Bombay Stock Exchange Limited.
5. The scrip code of the Company at Bombay Stock Exchange is 526677.
6. Since the scrip of the shares has been suspended from the trading it is not possible to give Market Price Data for the year under review.
7. Company has not appointed Share Transfer Agent. However company has maintained effective transfer process for timely process and approval of the all the transfer received. All the transfers are approved by the Share Transfer Committee at its meeting.
8. The shares of the company are admitted to NSDL and CDSL. Shares received for physical transfer are registered within a maximum period of two weeks from the date of receipt; the documents are clear in any respect.  
Demat ISIN no. for CDSL and NSDL: INE 055 C01020



9. Categories of Shareholders as on 31<sup>st</sup> March, 2010

	Category	No. of shares held	% of shares holding
A.	Promoter(s) Holding		
1.	Promoter(s)		
	- Indian Promoters	29140001	36.85
	- Foreign Promoters	NIL	NIL
2.	Persons acting in concert	NIL	NIL
	Sub-Total	29140001	36.85
B.	Non-Promoters Holding		
3.	Institutional Investors		
A.	Mutual Funds & UTI	NIL	NIL
B.	Banks, Financial Institutions, Insurance Company (Central/State Govt. Inst/Non-Govt. Inst)	581000	0.74
C.	FII(s)	1008000	1.28
	Sub-Total	1589000	2.01
4.	Others		
A.	Private Corporate Bodies	8575177	10.84
B.	Indian Public	39735522	50.25
C.	NRI/OCBs	41800	0.05
D.	Any other: Clearing Members	NIL	NIL
	Sub-Total	48352499	61.14
	Grand Total	79081500	100.00

**DISTRIBUTION OF SHAREHOLDING AS ON 31-03-2010**

NO. OF SHARES	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES HELD	% OF SHARE CAPITAL
UPTO 100	142	0.76	11275	0.01
101 – 200	132	0.71	25638	0.03
201 – 500	764	4.10	354172	0.45
501 – 1000	12589	67.71	12570797	15.90
1001 – 5000	3768	20.24	10973873	13.88
5001 – 10000	701	3.77	5673650	7.17
10001 – 100000	480	2.58	11908115	15.06
100001 & above	23	0.12	37563980	47.50
	18599	100	79081500	100

**S. V. Navalkar & Associates**  
Flat No. 809, Om Bldg, M.P. Mill Compound,  
Tardeo, Mumbai Central, Mumbai - 400 034  
Tel No. 9920685866

**AUDITORS REPORT**

**REPORT OF THE AUDITORS TO THE MEMBERS OF DSJ COMMUNICATIONS LTD.**

**ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2010**

We have audited the attached Balance Sheet of DSJ Communications Ltd as at 31st March, 2010 and the Profit & Loss Account of the company for the period ended on that date, annexed thereto and report that:

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sec.227 (4-A) of the Companies Act, 1956 we enclose in the Annexure, a statement on the matters specified in the paragraphs 4 & 5 of the said order.
2. Further to our comments in the Annexure referred to in paragraph 1 above:
  - (a) We have obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purpose of our audit
  - (b) In our opinion, proper books of account as required by the law have been kept by the company, so far as appears from our examination of these books.
  - (c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
  - (d) In our opinion the Balance Sheet, the Profit and Loss Account and cash flow statement dealt with by this report comply with the accounting standard referred to in the sub section (3C) of section 211 of the Companies Act, 1956, to the extent applicable.
  - (e) On the basis of written representations received from the Directors of the Company as at 31st March, 2008 and taken on record by the Board of Directors, we report that no director is disqualified from being appointed as a Director of the company under clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
  - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to Note No. 5 (c) of the Notes to accounts, regarding provision for fluctuation in value of investments and Provision of deferred tax liability / tax assets, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:-
    - (i) in the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2010
    - (ii) in the case of the Profit and Loss Account, of the Profit of the company for the period ended 31<sup>st</sup> March, 2010
    - (iii) In the case of Cash Flows Statement, of the Cash Flow for the period ended on that date.



For S. V. Navalkar & Associates  
Chartered Accountants

*S. V. Navalkar*  
S. V. Navalkar  
Proprietor  
M. N. 40433

Place: Mumbai  
Date: 05.09.10

**S. V. Navalkar & Associates**  
**Flat No. 809, Om Bldg, M.P. Mill Compound,**  
**Tardeo, Mumbai Central, Mumbai – 400 034**  
**Tel No. 9920685866**

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**ANNEXURE REFERRED IN PARAGRAPH 1 OF THE AUDITORS TO THE MEMBERS OF DSJ COMMUNICATIONS LIMITED FOR THE YEAR ENDED 31ST MARCH 2010**

**(Referred to in Paragraph 1 thereof)**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and location of the Fixed Assets.  
  
(b) There is a regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the period.  
  
(c) The Company has not disposed off/written off substantial part of fixed assets during the period.
2. (a) There are no Inventories during the year, hence reporting under this clause does not apply.  
  
(b) As there are no stocks reporting under this clause does not apply.
3. (a) The Company has not accepted loans during the period from the parties covered in the register maintained under section 301 of the Companies act, 1956. The Company has not granted any loans during the period to the parties covered in the register maintained under section 301 of the Companies Act, 1956.  
  
(b) Based on the information received and the explanations given, the rate of interest and the terms and conditions of loan granted is prima facie not prejudicial to the interest of the Company.  
  
(c) In view of closure of operations of the Company, Interest and principal amount are not repaid regularly in respect of such loans.  
  
(d) All loans are overdue as on the 31/03/2010.
4. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of stores, raw material, including components, packing materials, plant and machinery, equipment and other assets and with regard to sale of goods. There is no major weakness in the internal control procedures.
5. Company has not entered into any transaction with any parties covered under section 301 of the Companies Act, 1956.
6. Company has not accepted any deposits falling under the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules made there under, during the period under review.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business. However, these reports are not made available for our review.
8. We are informed that the maintenance of cost records has not been prescribed by the Central Government under Section 209 (I) (d) of the Companies Act, 1956, in respect of the Company's products.

9. (a) The Company is generally regular in depositing undisputed statutory dues with the appropriate authorities. At the year end there were no Overdue outstanding. Income Tax authorities have raised a demand of Rs 37.98 lacs in respect of the Assessment year 95-96 the same has been disputed by the Company and an appeal has been filed against the same.

(b) There are no disputed dues to be deposited at various forums.

10. The Company's commercial operations are closed as on date and 100% net -worth has been eroded as per the balance sheet as on 31/03/2008. A reference has already been made to BIFR in this regard. As per order dated 26/09/02, the BIFR has dismissed the reference filed by the Company. Company has preferred an appeal to the AAIFR against the same which is registered under Sr. No. 369/02.

11. Due to closure of commercial operations, there has been a default in repayment of dues to all financial institutions, banks and suppliers.

12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. As the Company is not a chit fund, nidhi, mutual benefit fund or society the provisions of clause 4(xiii) 'the of Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

14. As the Company is not dealing or trading in shares, securities, debentures and other investments, the provision of clause (xiv) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.

15. The Company has not given any guarantees during the period.

16. No term loan was obtained during the period.

17. According to the information and explanations received, the Company has not applied short terms borrowings for long term use and vice versa.

18. The Company has not made any preferential allotment of shares during the period.

19. The Company has not issued any debentures during the period.

20. The Company has not raised any money by way of public issue during the period.

Based upon the audit procedures performed and on the basis of information and explanations provided by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.



For S. V. Navalkar & Associates  
Chartered Accountants

*S. V. Navalkar*

S. V. Navalkar  
Proprietor  
M. No. 40433

Mumbai

09/10

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# DSJ COMMUNICATIONS LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2010

SCHEDULE	RUPEES	For the Period Ended 31.03.2010	For the Period Ended 31.03.2009
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### SOURCES OF FUNDS

#### SHAREHOLDERS FUNDS

Share Capital	1	74,196,500	74,196,500
Reserves and Surplus	2	407,828,941	407,828,941
Secured Loans	3	14,608,184	14,608,184
Unsecured Loans	4	1,696,500	1,696,500
		<u>498,330,125</u>	<u>498,330,125</u>

#### APPLICATION OF FUNDS

Investments	5	7,924,705	7,924,705
Current Assets, Loans & Advances	6	69,373,048	69,458,916
Less: Current Liabilities & Provisions	7	<u>58,100,577</u>	<u>57,588,622</u>
Net Current Assets		11,272,471	11,550,294
Miscellaneous Expenditure to the extent not written off or adjusted		21,143	38,057
Profit & Loss Account (As per Annexed Profit & Loss Account)		479,111,806	478,517,072
		<u>498,330,125</u>	<u>498,330,125</u>

Significant Accounting Policies &  
Notes to the Accounts

10

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### AS PER OUR REPORT OF EVEN DATE ATTACHED

For S. V. Navalkar & Associates  
Chartered Accountants

For AND ON BEHALF OF BOARD

*S. V. Navalkar*  
Proprietor  
No. 40433  
Place: Mumbai  
Date: 05.09.10



*V. P. ...*  
DIRECTOR

*S. V. ...*  
DIRECTOR

Place: Mumbai  
Date: 05.09.10

# DSJ COMMUNICATIONS LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE PERIOD 31ST MARCH 2010

SCHEDULE	RUPEES	For the Period Ended 31.03.2010	For the Period Ended 31.03.2009
<b>INCOME</b>			
Other Income (Rent Received)		-	45,000
Dividend		276	-
		<u>276</u>	<u>45,000</u>
<b>EXPENDITURE</b>			
Administrative Expenses	9	416,545	1,562,130
Bank Charges		441	18,445
Undrv Balances Written Off		161,110	1,022,949
Preliminary Expenses Written Off		16,914	16,914
		<u>595,010</u>	<u>2,620,438</u>
<b>PROFIT / (LOSS) BEFORE TAX</b>		(594,734)	(2,575,438)
Add: (Less) : Prior period adjustments		-	-
Loss For the year Transfer to Appropriation A/c.		-	-
		<u>(594,734)</u>	<u>(2,575,438)</u>
<b>APPROPRIATIONS</b>			
Profit/(Loss) For the year		(594,734)	(2,575,438)
Less: Add: Provision for Diminution/Increase in value of Quoted Investments			-
Add: Balance brought forward from the last year		(478,517,072)	(475,941,634)
Balance carried forward to Balance Sheet		<u>(479,111,806)</u>	<u>(475,517,072)</u>
<b>Significant Accounting Policies &amp; Notes to the Accounts</b>			
	10		

AS PER OUR REPORT OF EVEN DATE ATTACHED

S. V. Navalkar & Associates  
Chartered Accountants

For AND ON BEHALF OF BOARD

Proprietor

DIRECTOR

DIRECTOR

No. 40433

Place: Mumbai

Date: 29.03.10

Place: Mumbai

Date: 29.03.10

# DSJ COMMUNICATIONS LIMITED

## SCHEDULES FORMING PART OF ACCOUNTS AS AT 31.03.2010

	For the Period Ended 31.03.2010	For the Period Ended 31.03.2009
<b><u>SCHEDULE " 1 "</u></b>		
<b><u>SHARE CAPITAL</u></b>		
<b>AUTHORISED SHARE CAPITAL</b>		
10,00,00,000 Equity Shares of Rs. 1/- each (P. Y. 10,00,00,000 Shares of Rs. 1/- each)	100,000,000	100,000,000
15,000 (Previous Year 15,000) 14% Non-Cumulative Convertible Preference Shares of Rs. 100/- each	1,500,000	1,500,000
5,00,000 (Previous Year 5,00,000) 10% Cumulative Convertible Preference Shares of Rs. 10/- each	5,000,000	5,000,000
	<b>106,500,000</b>	<b>106,500,000</b>
<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>		
79,081,500 (Previous Year 79,081,500) Equity Shares of Rs. 1/- each	79,081,500	79,081,500
Less : Calls in arrears	5,785,000	5,785,000
	<b>73,296,500</b>	<b>73,296,500</b>
9,000 (Previous Year 9,000) 14% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up	900,000	900,000
	<b>74,196,500</b>	<b>74,196,500</b>
<b><u>SCHEDULE " 2 "</u></b>		
<b><u>RESERVES &amp; SURPLUS</u></b>		
Share Premium	399,170,859	399,170,859
Capital Reserve	8,658,082	8,658,082
	<b>407,828,941</b>	<b>407,828,941</b>
<b><u>SCHEDULE " 3 "</u></b>		
<b><u>SECURED LOANS</u></b>		
Corporate Loan from Financial Institutions (ICICI)	14,608,184	14,608,184
	<b>14,608,184</b>	<b>14,608,184</b>
<b><u>SCHEDULE " 4 "</u></b>		
<b><u>UNSECURED LOANS</u></b>		
Inter Corporate Deposit from Others	1,696,500	1,696,500
	<b>1,696,500</b>	<b>1,696,500</b>

# DSJ COMMUNICATIONS LIMITED

## SCHEDULES FORMING PART OF ACCOUNTS AS AT 31.03.2010

	For the Period Ended 31.03.2010	For the Period Ended 31.03.2009
<b><u>SCHEDULE " 7 "</u></b>		
<b><u>CURRENT ASSETS, LOANS AND ADVANCES</u></b>		
<b><u>CURRENT ASSETS</u></b>		
Sundry Debtors (Unsecured, Consider Good)		
Due for more than Six months	4,470,000	4,470,000
Cash in Hand	4,851	4,853
Balance with Scheduled Banks	13,170	65,335
( A )	<u>4,488,020</u>	<u>4,540,187</u>
Loans & Advances (Unsecured-Considered Good)		
Advances recoverable in cash or kind or for value to be received	64,885,028	64,898,728
( B )	<u>64,885,028</u>	<u>64,898,728</u>
(A) + (B)	<u>69,373,048</u>	<u>69,438,916</u>
<b><u>SCHEDULE " 8 "</u></b>		
<b><u>CURRENT LIABILITIES AND PROVISIONS</u></b>		
<b><u>CURRENT LIABILITIES</u></b>		
Creditors for Goods	5,885,380	5,885,380
Other Liabilities	34,915,197	34,403,242
( A )	<u>40,800,577</u>	<u>40,288,622</u>
<b><u>PROVISIONS</u></b>		
Provisions for Taxation	17,300,000	17,300,000
(A) + (B)	<u>58,100,577</u>	<u>57,588,622</u>
<b><u>SCHEDULE " 9"</u></b>		
<b><u>ADMINISTRATIVE AND OTHER EXPENSES</u></b>		
Auditors Remuneration	15,000	15,000
Legal & Professional Fees	386,545	429,464
Printing & Stationery	-	9,200
Rates and Taxes	15,000	1,052,511
Telephone Expenses	-	8,684
Travelling Expenses	-	47,271
	<u>416,545</u>	<u>1,562,130</u>



# DSJ COMMUNICATIONS LIMITED

## SCHEDULE " 5 "

### DETAILS OF INVESTMENTS ( PROVISIONAL )

	AS ON 31ST MARCH 2010 QUANTITY		AS ON 31ST MARCH 2009 QUANTITY	
		Amount		Amount
<b><u>QUOTED (EQUITY SHARES)</u></b>				
Bharat Fertilizers Ltd.	50	1,500	50	1,500
Swasti Vinayaka Synthetics Ltd. (formerly known as Vinayaka Synthetics Ltd.)	65	650	65	650
Cosmos Films Ltd.	800	8,000	800	8,000
Disposable Medi-aids Ltd.	4,900	49,000	4,900	49,000
Ganesh Polytex Ltd.	800	8,000	800	8,000
Indian Magnetics Ltd.	50	500	50	500
Indian Toners & Developers Ltd.	700	3,000	700	3,000
Madalsa International Ltd.	2,500	25,000	2,500	25,000
NEPC Agro Foods Ltd.	3,533	10,940	3,533	10,940
Pradeep Drugs Co. Ltd.	7,900	79,000	7,900	79,000
Premier Industries Ltd.	2,000	96,600	2,000	96,600
Professiona Circuit Board Ltd.	1,500	15,000	1,500	15,000
Road Master Steel Ltd.	385	12,850	385	12,850
Tata Hydero LTd	24	281,238	24	281,238
Varun Agroprot Ltd.	1,000	41,000	1,000	41,000
Ganesh Benzo Plast Ltd.	128	1,875	128	1,875
Shri Vardhaman Overseas Ltd.	3,300	165,000	3,300	165,000
Nath Plup	6,000	640,552	6,000	640,552
		<b><u>1,439,705</u></b>		<b><u>1,439,705</u></b>
<b><u>UNQUOTED (EQUITY SHARES )</u></b>				
Saraswat Co-op. Bank Ltd.	1,000	10,000	1,000	10,000
National Co-op. Bank Ltd.	3,000	30,000	3,000	30,000
Infotech CompuSoft Ltd.	20,000	200,000	20,000	200,000
Sangam Credit Capital Pvt. Ltd.	100,000	1,000,000	100,000	1,000,000
Padode Communications Ltd.	50,000	500,000	50,000	500,000
		<b><u>1,740,000</u></b>		<b><u>1,740,000</u></b>
<b><u>UNQUOTED (PREFERENCE SHARES )</u></b>				
Padode Communications Ltd. *	10,000	100,000	10,000	100,000
Narad Investment Pvt. Ltd. *	10,000	100,000	10,000	100,000
Mahan Leasing Pvt. Ltd. *	10,000	100,000	10,000	100,000
		<b><u>300,000</u></b>		<b><u>300,000</u></b>
SHARE APPLICATION MONEY **		4,445,000		4,445,000
<b>TOTAL INVESTMENTS</b>		<b><u>7,924,705</u></b>		<b><u>7,924,705</u></b>

NOTE : a ) \* Indicates Companies under the same management

b ) \*\* Includes Amount applied in co.s under the same management

c ) DSJ Finance Corporatio Ltd. is under Liquidation

d ) Dataline & Research Technologies ( I ) Ltd. is sick company and as on date not listed on stock market.

NOTES FORMING PART OF THE BALANCE SHEET AND THE PROFIT & LOSS  
ACCOUNT FOR YEAR ENDED 31ST MARCH, 2010

SCHEDULE 10

NOTES TO ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES:

The following significant accounting policies have been applied by the company:

a. **Basis of Accounting:-**

Financial Statements are prepared under historical cost convention on accrual basis.

b. **Foreign Currency Transactions:-**

There are no foreign currency transaction during the year.

c. **Depreciation:-**

Depreciation on all Fixed Assets have been provided on Straight Line Method at the rates prescribed in schedule XIV to the Companies Act, 1956. Depreciation on Assets leased is provided on Straight line basis as per the rates prescribed under Schedule XIV to the Companies Act, 1956 and not equal to annual lease charge where 100% of the cost of assets is depreciated over the primary period of lease, as recommended by the Institute of Chartered Accountants of India.

d. **Investments:-**

i) **Quoted & Unquoted:-**

Long Term Investments are stated at cost.

f. **Valuation of Inventories:-**

There are no Inventories during the year.

g. **Revenue Recognition:-**

Dividend and interest on Debentures are accounted on receipt basis.

h. **Reconciliation of parties accounts :-**

In case of certain parties reconciliation are pending for want of proper documents/information.

i. Accounts made for the period upto March 2010 have a carried forward book loss. Hence no provisions u/s section 115JA of the Income Tax Act, 1961 has been made.

j. Contingent Liabilities not provided for in the books are separately stated in the Notes to Accounts.

k. No deduction is made from Professional fees paid in excess of Rs. 20,000/-.

2. SHARE CAPITAL-SCHEDULE - 1

(i) 14% Non-Cumulative Redeemable preference shares were redeemable on or before 31st March 2001, at the discretion of the Board of Directors. The Board of Directors have decided to extend the redemption upto 31st March, 2010.

(ii) Call in arrears includes Rs.53.38 Lacs due towards share premium (Previous year Rs. 53.38 Lacs).

3. SECURED LOAN-SCHEDULE - 3

Company has made One time settlements with IDBI and has made a payment of Rs.1,39,05,870/- in OTS against Term Loan payable. The balance of Rs74,49,413/- against principal & Rs.21,92,88,216/- against Provision for interest is transferred to Sundry balance w/off a/c during the year.

#### 4. INVESTMENTS - SCHEDULE -

	<u>31<sup>st</sup> March'2010</u>	<u>31<sup>st</sup> March 2009</u>
a. Market value of quoted investments:	Rs. 4.15 Lacs	Rs. 1.47. Lacs
b. Aggregate investments in Companies under same management Rs. 10 Lacs Previous year Rs. 10 Lacs)		

#### 6. CURRENT ASSETS & LIABILITIES - SCHEDULE 7 & 8

- a. During the year the Company has written off Rs. 1.61lacs from Sundry Debtors (Previous year Rs. Nil Lacs) including the amount due from Companies under the same management which the company had already made provision in earlier year.
  - b. Sundry Debtors & Sundry Creditors are subject to confirmation and reconciliation, if any.
  - c. In the opinion of the Board of Directors, the Current Assets, Loans & Advances, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet after the provisions.
  - d. The Company has taken Legal action against certain Debtors for recovery by sending notices. Most of the parties have responded to these notices. The Board is of the opinion that the said amounts shall be recoverable. The aggregate value of debts due from these parties is Rs. 44.12 Lacs (Previous year Rs. 44.12 Lacs)
7. CONTINGENT LIABILITIES :-
- i. Claims not acknowledge as Debts - Not ascertainable.
8. Amount repayable to Institutions within One year Rs. Nil (Previous year Rs. Nil). The Company has however not paid any installment to any Institutions. The entire debts is thus overdue.
9. Future rentals obligations in respect of assets taken on lease is Nil (Previous year Rs. Nil). Lease rentals payable with one year is Nil (Previous year Rs. Nil). Assets taken on lease include Machinery, Vehicles, Computers etc.
10. Provision for interest on Secured Loan is made upto 31.12.2002 in view of the NPA Account with Institution.
11. MANAGING DIRECTOR'S REMUERATION AND BENEFITS - SCHEDULE 11  
Managerial remuneration for Directors (exclusive of payment to gratuity and pension funds on actuarial valuation.

	<u>2009 - 2010</u>	<u>(Rs. In Lacs)</u> <u>2008 - 2009</u>
Remuneration	NIL	NIL
Perquisites	NIL	NIL
12. Directors sitting fees	NIL	NIL

#### 13. AUDITOR'S REMUERATION

	<u>2009 - 2010</u>	<u>(Rs. In Lacs)</u> <u>2008 - 2009</u>
Includes payments for		
Statutory Audit	0.15	0.15
Tax Audit & Other matters		

NOTE: In view of the nature of business of the Company, there is no opening and closing stock of finished goods of magazines.

magazines is done by outside parties on job work basis. In view of the nature of such operations the information with regard to licensed capacity, installed capacity and actual production is not applicable, and hence not furnished.

#### 15. VALUE OF RAW MATERIALS AND STORES CONSUMED

	2009 - 2010		2008 - 2009	
	VALUE	RS. %	VALUE	RS. %
A. Raw Material				
Imported	NIL	NIL	NIL	NIL
Indigenous	NIL	NIL	NIL	NIL

#### 16. VALUE OF IMPORTS OF C.L.F. BASIS

NIL	NIL	NIL	NIL
-----	-----	-----	-----

#### 17. Expenditure in foreign Currency: (Subject to deduction of Tax wherever applicable)

	2009-2010	2008-2009
	Rs.	Rs.
Foreign Traveling	NIL	NIL
Others(Local Traveling)	NIL	NIL
	NIL	NIL

#### 18. Earnings in Foreign Exchange Rs. Nil (Previous Year Rs. Nil)

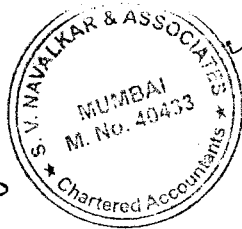
19. Figures have been re-grouped/re-arranged whatever necessary and rounded off to the nearest rupee.

20. The Company does not have separate records of suppliers of small scale or ancillary industries defined under the "Interest on delayed payments to small scale and Ancillary undertakings Act, 1993. In the absence of such information, interest on overdues amounts to such suppliers, if any, as on 31st March, 2010 is not ascertained and hence not provided for.

AS PER OUR REPORT OF EVEN DATE  
For S. V. Navalkar & Associates  
(Chartered Accountants)

FOR AND ON BEHALF OF THE BOARD

*S. V. Navalkar*  
S. V. Navalkar  
Proprietor  
M. No. 40433  
Place : Mumbai  
Date : 05.09.10



*[Signature]*  
DIRECTOR

Place : Mumbai  
Date : 05.09.10

*P. V. Reddy*  
DIRECTOR

**ATTENDANCE SLIP****DSJ COMMUNICATIONS LIMITED**

Registered Office : 31-A, Noble Chambers, 4<sup>th</sup> floor, Janmabhoomi Marg, Fort, Mumbai  
400001

Regd. Folio No. \_\_\_\_\_  
Shares \_\_\_\_\_

No. of

\_\_\_\_\_  
Name of the attending Shareholders/Proxy  
(in block letter)

DP ID no./Client No.

I/We hereby recorded my presence at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company to be held on 28<sup>th</sup> September 2010 at 2:00 p.m... at 31-A, Noble Chambers, 4<sup>th</sup> floor, Janmabhoomi Marg, Fort, Mumbai 400001

\_\_\_\_\_  
Signature of the proxy holder  
Shareholder

Signature of

NOTE: Shareholders / proxy is requested to bring the attendance slip with him when they come to the meeting. No attendance slip will be issued at the time of meeting.

.....  
.....

**PROXY FORM****DSJ COMMUNICATIONS LIMITED**

Registered Office : 31-A, Noble Chambers, 4<sup>th</sup> floor, Janmabhoomi Marg, Fort, Mumbai  
400001

Regd. Folio No. \_\_\_\_\_

No. of Shares \_\_\_\_\_

i/we \_\_\_\_\_ of \_\_\_\_\_ being a  
members of M/s. DSJ communications Ltd. hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ or

failing him/her ..... of ..... as my/our proxy to vote for me/us at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company to be held on 28<sup>th</sup> September 2010 at 2:00 .p.m. at 31-A, Noble Chambers, 4<sup>th</sup> floor, Janmabhoomi Marg, Fort, Mumbai 400001 and at any adjournment (s) thereof.

Signed this ..... day of .....2010.

Signature .....

Rupee  
one  
Revenue  
Stamp

Notes: This form, in order to be effective, should be duly stamped, completed and signed and must Be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.